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Federal Communications Commission Washington, D.C. 20554	Approved by OMB 3060-0032 (September 2004)	FOR FCC USE ONLY
FCC	2315	
APPLICATION FOR CONSENT ENTITY HOLDING BROADCA PERMIT O	ST STATION CONSTRUCTION	FOR COMMISSION USE ONLY FILE NO. BTCCT - 20070501AFS
Read INSTRUCTIONS	Before Filling Out Form	

<u> </u>	tion I - General Information				
1.	Legal Name of the Licensee/Permittee TRIBUNE TELEVISION HOLDINGS,	INC.			
	Mailing Address 1813 WESTLAKE AVENUE, NORTH				
	City SEATTLE	State or Country (if foreign address) WA	Zip Code 98109 -		
	Telephone Number (include area code) 2066741300	E-Mail Address (if available)			
	FCC Registration Number: 0005263884	Call Sign KMYQ	Facility ID N 69571	umber	
2.	Contact Representative (if other than lice R. CLARK WADLOW	ensee/permittee)	Firm or Comp SIDLEY AUS	pany Name STIN LLP	
	Mailing Address 1501 K STREET, NW				
	City WASHINGTON	State or Country (if foreign address) DC	ZIP Code 20005 -		
	Telephone Number (include area code) 2027368215	E-Mail Address (if available) RWADLOW@SIDLEY.COM	-		
3.	If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114): Governmental Entity Noncommercial Educational Licensee/Permittee Other N/A (Fee Required)				
4.					
т.	Furpose of Application: Transfer of control of licensee				
	Transfer of control of permitte				
	Amendment to pending application				
	File number of pending application: -				
	If an amendment, submit as an Exhibit a listing by Section and Question Number of the portions of the pending application that are being revised.				
5.	11	he subject of this application obtained through the CCER Sections 1.2111(a) and 73.5001)?	ommission's	C Yes O No	
	competitive bidding procedures (see 47 C.F.R. Sections 1.2111(a) and 73.5001)? If yes, list pertinent authorizations in an Exhibit. [Exhibit 2]			[Exhibit 2]	
6.		e the subject of this application obtained through the ed channel noncommercial educational stations (see		C Yes © No	
	b. If yes to 6(a), have all such stations or since grant pursuant to the point syste. If no, list pertinent authorizations in a	perated for at least 4 years with a minimum operation? n Exhibit and include in the Exhibit a showing that the equirements of 47 C.F.R. Section 73.7005(a).		• Yes • No [Exhibit 3]	

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Section II - Transferor(s)

	Certification. Transferor(s) certifits (their) review of the application (they) have made an affirmative certhat the application satisfies each of instructions and worksheets.	instructions and work rtification below, this	sheets.	Transferor(sation constit	s) further certify utes its (their) re	that wher	e it	C _{No}
2.	Edgar i vario di vito i i andici di							
	SHAREHOLDERS OF TRIBUNE Mailing Address	COMPANY						
	435 NORTH MICHIGAN AVENU	JE						
	CHICAGO	State or Country (if for L	reign ad	,		Zip Co 60611		
	Telephone N (include area 3122223333	a code)		E-Mail Add	dress (if availabl	e)		
3.	Contact Representative (if other the R. CLARK WADLOW	an transferor)			Firm SIDI	or Comp EY AUS	any Name TIN LLP	
	Mailing Address 1501 K STREET NW							
	City State or Country (if foreign address) Zip Code WASHINGTON DC 20005 -							
	Telephone Number (include area code) 2027368215 E-Mail Address (if available) RWADLOW@SIDLEY.COM							
	If more than one transferor, submit	t the information requ	ested in	questions 2	and 3 for each t	ransferor.		[Exhibit 4]
4.	Changes in interests as a result of tr	ansfer.						
	[Enter Changes in Interests Informa	ation]						
		Changes in	Interes	sts as a Resi	ult of Transfer			
	(A) NAMES AND ADDRESSES					REST HE		
	OF ANY PARTY TO APPLICATION HOLDING AN ATTRIBUTABLE INTEREST	CITIZENSHIP	(C) BEI	FORE TRANSF	FER OR ASSIGNME	NT (D) A	AFTER TRANSFE	R OR ASSIGNMENT
	ATTRIBUTABLE INTEREST		(1) Pero	centage Votes	(2) Percentage To Assets (Equity pl Debt)		ercentage Votes	(2) Percentage Total Assets (Equity plus Debt)
	SEE EXHIBIT 5	NA						
			or	[Exhibit 5]				

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

51	Typed or Printed Title of Person Signing SECRETARY
Signature	Date 05/01/2007

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

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Section III - Licensee/Permittee

	Certification. Licensee/permittee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Licensee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application					
	satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.					
	Facility ID Number	Call Sign	or Construction Permit File Number	City	State	
	69571	KMYQ	-	SEATTLE	WA	
	Facility ID Number	Call Sign	or Construction Permit File Number	City	State	
	68433	WXMI	-	GRAND RAPIDS	MI	
	Facility ID Number	Call Sign	or Construction Permit File Number	City	State	
	69575	K25CH	-	NORTH BEND	WA	
	Facility ID Number	Call Sign	or Construction Permit File Number	City	State	
	69574	K29ED	-	EVERETT	WA	
		1				
	Facility ID Number	Call Sign	or Construction Permit File Number	City	State	
	64440	W42CB	-	HESPERIA	MI	
	Facility ID Number	Call Sign	or Construction Permit File Number	City	State	
	64442	W52DB		MUSKEGON	MI	
		II.	1	JI.		
3.	a. it has place	d in its public ir	trol of Station. Licensee/permittee certifierspection file(s) and submitted an an exhibit		f all	O Yes O No
	b. these docur		rol of the station(s); ne complete and final understanding between	en transferor(s) and tr	ansferee(s);	See Explanation in [Exhibit 6]
	1		ully with the Commission's rules and polici	es.		_
H	Exhibit Requi		11 1 1 2 10 10 11 10	C 11 d 1 1		
			all signs, locations and facility identifiers only party to the application has an attributable		tations in	□ _{N/A}

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		[Exhibit 7]
5	Character Issues. Licensee/permittee certifies that neither licensee/permittee nor any party to the application has or has had any interest in, or connection with:	• Yes O No
	a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or	See Explanation in [Exhibit 8]
	b. any pending broadcast application in which character issues have been raised.	[Exhibit 6]
6	Adverse Findings. Licensee/permittee certifies that, with respect to the licensee/permittee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law	C Yes O No
	related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.	See Explanation in [Exhibit 9]
7	Local Public Notice. Licensee/permittee certifies that it has or will comply with the public notice requirements of 47 C.F.R. Section 73.3580.	• Yes • No
8	Auction Authorization. Licensee/permittee certifies that more than five years have passed since the issuance of the construction permit for the station being assigned, where that permit was acquired in an auction through the use of a bidding credit or other special measure.	C Yes C No
		See Explanation in [Exhibit 10]
9	Anti-Drug Abuse Act Certification. Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	▼ Yes C No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

	Typed or Printed Title of Person Signing SECRETARY
Signature	Date 05/01/2007

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Section IV - Transferee(s)

	Certification. Transferee(s) certify that it (they) have answered each question in this application based on its (their) review of the application instructions and worksheets. Transferee(s) further certify that where it (they) have made an affirmative certification below, this certification constitutes its (their) representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.				
2.	Legal Name of the Transferee(s) SAMUEL ZELL (SEE EXHIBIT 11)				
	Mailing Address TWO NORTH RIVERSIDE PLAZA SUITE 600				
	City State or Country (if foreign ac CHICAGO IL	ddress)	Zip Code 60606 -		
	Telephone Number (include area code) 3124540100	E-Mail Address (if available)		
3.	Contact Representative (if other than transferee) JOHN R. FEORE, JR.	Firm or Company N DOW LOHNES PL			
	Mailing Address 1200 NEW HAMPSHIRE AVENUE, NW SUITE 800				
	P	I			

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	City WASHINGTON	State of DC	r Country (if foreig	n address)	Zip Code 20036 -			
	Telephone Number (include area code) 2027762786		Address (if availab E@DOWLOHNES					
	If more than one transferee, submit the info	<u> </u>			[Ex	hibit 11]		
4.	Nature of Applicant. Each transferee is:							
	an individual	a general partnersh	nip	a for-profit	corporation			
	a limited partnership	a not-for-profit con	rporation	a limited lia	ability compa	ny (LLC/LC)		
	O other							
	a. If "other", describe nature of transferee in	an Exhibit.			[Exh	nibit 12]		
5.	Agreements to Transfer Control of Station a. the written agreements in the licensee/ Commission embody the complete and in Section III, question 2; and	permittee's public inspe	ection file and subn		ГЕх	Yes No No whibit 13]		
	b. these agreements comply fully with the	e Commission's rules a	nd policies.					
	 a. List each transferee, and, if other than a natural person, its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in any transferee, list separate officers, directors, stockholders with attributable interests, non-insulated partners and/or members. Create a separate row for individual or entity. Attach additional pages if necessary. (1) Name and address of the transferee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the transferee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners. (2) Citizenship. Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's equity/debt plus standard, etc. Percentage of votes. Percentage of total assets (equity plus debt). 							
		6a. Parties to	the Application					
	List each transferee, and, if other than a rinsulated partners and/or members. If a cits officers, directors, stockholders with a each individual or entity. (1) Name and address of the transferee as also show name, address and citizenship the transferee first, officers next, then dirinterests, and partners. (2) Citizenship. (3) Positional Interest: Officer, director, Commission's equity/debt plus standard (4) Percentage of votes. (5) Percentage of total assets (equity plus	orporation or partnersh attributable interests, no and each party to the app of natural person autho ectors and, thereafter, r general partner, limited , etc.	ip holds an attributa in-insulated partner dication holding an rized to vote the sto emaining stockhold	able interest in any and/or members. attributable interects or holding the lers and other entite	r transferee, l. Create a sep est (if other the attributable i ties with attri	ist separately arate row for an individual nterest). List butable		
	(1) Name and Address		Citizenship (3) Pos	itional Interest (4) Percentage	(5) Percentage		
	(-)				of Votes	of total assets (equity plus debt).		
	SEE EXHIBIT 14					ucot).		
		JL		<u> </u>				
厅	<u> </u>							

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	b. Applicant certifies that equity interests not set forth above are non-attributable.	⊙ Yes C No
		C _{N/A}
		See Explanation in [Exhibit 15]
7.	Other Authorizations. List call signs, locations, and facility identifiers of all other broadcast stations in which transferee or any party to the application has an attributable interest.	□ _{N/A}
		[Exhibit 16]
8.	Multiple Ownership.	
	a. Is the transferee or any party to the application the holder of an attributable radio joint sales agreement or an attributable radio or television time brokerage agreement for the subject station(s) or any other stations in the same market as the station(s) subject to this application?	C Yes € No [Exhibit 17]
	If "Yes," radio applicants must submit as an Exhibit a copy of each such agreement for radio stations.	
	b. Transferee certifies that the proposed transfer complies with the Commission's multiple ownership rules and cross-ownership rules.	• Yes O No
	Radio Applicants Only: If "Yes," submit an Exhibit providing information regarding the market, broadcast station(s), and other information necessary to demonstrate compliance with 47 C.F.R. § 73.3555(a).	[Exhibit 18]
	All Applicants: If "No," submit as an Exhibit a detailed explanation in support of an exemption from, or waiver of, 47 C.F.R. § 73.3555.	
	c. Transferee certifies that the proposed transfer:	• Yes O No
	does not present an issue under the Commission's policies relating to media interests of immediate family members;	See Explanation in
	complies with the Commission's policies relating to future ownership interests; and complies with the Commission's restrictions relating to the insulation and nonparticipation of non-party investors and creditors.	[Exhibit 19]
9.	Character Issues. Transferee certifies that neither transferee nor any party to the application has or has had any interest in, or connection with:	• Yes O No
	a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or b. any pending broadcast application in which character issues have been raised.	See Explanation in [Exhibit 20]
10.	Adverse Findings. Transferee certifies that, with respect to the transferee and each party to the	⊙ Yes O No
	application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to	2.00
	any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.	See Explanation in [Exhibit 21]
11.	Alien Ownership and Control. Transferee certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments.	• Yes O No
		See Explanation in [Exhibit 22]
12.	Financial Qualifications. Transferee certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the station(s) for three months.	• Yes O No
		See Explanation in [Exhibit 23]
	Program Service Certification. Transferee certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.	• Yes O No
14.	Auction Authorization. Transferee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.	C Yes C No
	cream of other special measure, it would qualify for such credit of other special measure.	€ _{N/A}

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	See Explanation in [Exhibit 24]
Anti-Drug Abuse Act Certification. Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	• Yes C No
EEO. Does the applicant propose to employ five or more full-time employees?	• Yes O No
If the answer is Yes, the applicant must include an EEO program called for in the separate Model EEO Program Report (FCC Form 396-A)	

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

31	Typed or Printed Title of Person Signing INDIVIDUAL
Signature	Date 05/01/2007

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Exhibits

Exhibit 5

Description: EXHIBIT 5

EXHIBIT 5--NARRATIVE DESCRIPTION OF THE TRANSACTION AND CHANGES IN INTERESTS AS A RESULT OF THE TRANSFER

Attachment 5

Description	
EXHIBIT 5NARRATIVE DESCRIPTION OF THE TRANSACTION AND CHANGES IN INTERESTS AS A RESULT OF THE TRANSFER	

Exhibit 6

Description: EXHIBIT 6

EXHIBIT 6-PART 1 -AGREEMENTS TO TRANSFER CONTROL EXHIBIT 6-PART 2 -AGREEMENTS TO TRANSFER OF CONTROL EXHIBIT 6A- REQUEST FOR 'PERMIT BUT DISCLOSE' STATUS

Attachment 6

	Description
Exhibit 6 -Part 1-Agreements to Transfer of Control	
Exhibit 6-Part 2-Agreements to Transfer of Control	
Exhibit 6A-Request for 'Permit but Disclose' Status	

Exhibit 7

Description: EXHIBIT 7

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EXHIBIT 7-OTHER BROADCAST INTERESTS

Attachment 7

Description

Exhibit 7-Other Broadcast Interests

Exhibit 9

Description: EXHIBIT 9

EXHIBIT 9-ADVERSE FINDINGS

Attachment 9

Description Exhibit 9-Adverse Findings

Exhibit 11

Description: OTHER TRANSFEREES

TRANSFEREE #2:

THE TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN AS IMPLEMENTED THROUGH THE TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST

THE ADDRESS FOR TRANSFEREE 2 IS:
TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST
C/O GREATBANC TRUST COMPANY, TRUSTEE
1301 WEST 22ND STREET, SUITE 702
OAK BROOK, IL 60523
ATTENTION: MARILYN MARCHETTI AND DANIELLE MONTESANO
630-572-5121/5120

THE CONTACT REPRESENTATIVE FOR TRANSFEREE 2 IS: MARC S. MARTIN MARTIN L. STERN KIRKPATRICK & LOCKHART PRESTON GATES ELLIS LLP 1601 K STREET, NW WASHINGTON, DC 20006 202-778-9859/202-661-3700 MARC.MARTIN@KLGATES.COM MARTY.STERN@KLGATES.COM

TRANSFEREE #3: EGI-TRB, L.L.C.

THE ADDRESS FOR TRANSFEREE 3 IS: TWO NORTH RIVERSIDE PLAZA SUITE 600 CHICAGO, ILLINOIS 60606 312-454-0100

THE CONTACT REPRESENTATIVE FOR TRANSFEREE 3 IS: JOHN R. FEORE, JR. DOW LOHNES PLLC 1200 NEW HAMPSHIRE AVENUE, NW SUITE 800 WASHINGTON, DC 20036 202-776-2786

Attachment 11

JFEORE@DOWLOHNES.COM

Description

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ESOP Trust Certification

EGI-TRB, L.L.C. Certification

Exhibit 12

Description: TRANSFEREES

TRANSFEREE #2 (THE TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN AS IMPLEMENTED THROUGH THE TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST) IS A TRUST. TRANSFEREE #3 (EGI-TRB, L.L.C.) IS A LIMITED LIABILITY COMPANY.

COMITAINI.

Attachment 12

Exhibit 13

Description: EXHIBIT 13

SEE LICENSEE'S EXHIBIT 6

EXHIBIT 13A: AGREEMENTS FOR TRANSFER OF CONTROL

EXHIBIT 13B: PENDING RENEWAL APPLICATIONS

EXHIBIT 13C: REQUEST FOR PERMIT-BUT-DISCLOSE STATUS

Attachment 13

	Description
Agreements for Transfer of Control	
Pending Renewal Applications	
Request for Permit-but-Disclose Status	

Attachment 14

Description
Description of Transaction and Parties to the Application